



The David J. Joseph Company

RECORDATION NO. 25457-A FILED

MAR 17 '05

2-58 PM

SURFACE TRANSPORTATION BOARD

March 15, 2005

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated February 25, 2005, between the following parties:

Assignee: LaSalle National Leasing Corporation.
One West Pennsylvania Ave. Suite 100
Towson, MD 21204

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated February 25, 2005 related to thirty (30) railcars bearing reporting marks: TKEN 3, 5, 6, 11, 12, 14, 18, 20, 21, 22, 25, 27, 29, 30, 33, 35, 36, 39, 40, 46, 47, 48, 50, 232, 234, 235, 236, 238, 60911, 60916.

Please file this as a secondary document under Recordation Number 25457-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25457. The filing fee for this document in the amount of \$32.00 is included on the enclosed check No. 569282. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 25, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation ("Assignee").

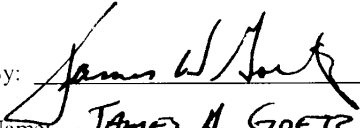
WITNESSETH:

1. Assignor has sold, assigned and transferred to Assignee that certain Railroad Equipment Lease dated December 16, 2004, between Assignor, as Lessor, and RailTex, Inc., as Lessee, for thirty (30) railcars bearing the railroad reporting markings set forth on Schedule I ("Lease") pursuant to that certain Purchase and Sale Agreement dated as of February 25, 2005 between Assignor, as Seller and Assignee, as Buyer (the "Agreement").
2. Pursuant to the Agreement, Assignor has sold, assigned and transferred to Assignee that certain Guaranty Agreement date December 21, 2004, between Assignor and RailAmerica, Inc., as Guarantor, which guarantees the Lease.
3. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.
4. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest and obligations (except those obligations expressly retained by Assignor under the terms of the Agreement), in, to and under the Lease, the Guaranty Agreement and the railcars.


THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 25, 2005.

THE DAVID J. JOSEPH COMPANY

By: 
Name: JAMES A. GOETZ
Title: EXEC VP & CFO

LASALLE NATIONAL LEASING CORPORATION

By: 
Name: THOMAS M. JASCHIK
Title: GROUP SENIOR VICE PRESIDENT

STATE OF OHIO

)

) SS:

COUNTY OF HAMILTON)

On this 25th day of February, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Gartz, to me personally known, who stated and acknowledged that he is the Exec. V.P. & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of February, 2005.

(Notary Signature)

My commission expires:

February 20, 2006



BARBARA A. BRZEZICKI
Notary Public, State of Ohio
My Commission Expires
February 20, 2006

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Thirty (30), 66' mill gondolas bearing reporting marks:

TKEN 3
TKEN 5
TKEN 6
TKEN 11
TKEN 12
TKEN 14
TKEN 18
TKEN 20
TKEN 21
TKEN 22
TKEN 25
TKEN 27
TKEN 29
TKEN 30
TKEN 33
TKEN 35
TKEN 36
TKEN 39
TKEN 40
TKEN 46
TKEN 47
TKEN 48
TKEN 50
TKEN 232
TKEN 234
TKEN 235
TKEN 236
TKEN 238
TKEN 60911
TKEN 60916

LEASE: Dated December 16, 2004 between The David J. Joseph Company and RailTex, Inc.